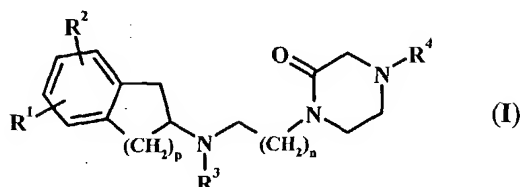


### Listing of Claims

Claims 1-32 (canceled)

Claim 33 (new)            A compound comprising Formula I



wherein:

$R^1$ , and  $R^2$  are independently in each occurrence hydrogen, halogen,  $(C_{1-6})$ -alkyl,  $-OR'$ ,  $-SR'$ ,  $-NR'R''$ ,  $-SOR'$ ,  $-SO_2R'$ ,  $-COOR'$ ,  $-OCOR'$ ,  $-OCONR'R''$ ,  $-OSO_2R'$ ,  $-OSO_2NR'R''$ ;  $-NR'SO_2R''$ ,  $-NR'COR''$ ,  $-SO_2NR'R''$ ,  $-SO_2(CH_2)_{1-3}CONR'R''$ ,  $-CONR'R''$ , cyano, haloalkyl, or nitro;

$R'$  and  $R''$  are independently in each occurrence hydrogen,  $(C_{1-6})$ -alkyl, substituted lower alkyl, aryl, heterocyclyl, heteroaryl, aryl- $(C_{1-3})$ -alkyl, heteroaryl- $(C_{1-3})$ -alkyl, heterocyclyl- $(C_{1-3})$ -alkyl, cycloalkylalkyl, cycloalkyl, or  $R'$  and  $R''$  together with the nitrogen they are attached may also form a 5- to 7- membered ring, optionally incorporating one additional ring heteroatom chosen from N, O or  $S(O)_{0-2}$ ;

$R^3$  is independently in each occurrence  $(C_{1-6})$  alkyl,  $(C_{1-6})$  alkenyl,  $(C_{1-6})$  alkynyl, or cycloalkyl;

$R^4$  is hydrogen,  $(C_{1-6})$ -alkyl, haloalkyl, aryl- $(C_{1-6})$ alkyl, heteroaryl- $(C_{1-6})$ alkyl,  $-(C_{1-6})-CR'R''R'$ ,  $-COOR'$ ,  $-SO_2R'$ ,  $-C(O)R'$ ,  $-SO_2(CH_2)_{0-3}NR'R''$ ,  $-CONR'R''$ , or  $-PO(OR')_2$ , wherein  $R'$  and  $R''$  are as defined above;

"substituted lower alkyl" means the lower alkyl having one to three substituents, selected from the group consisting of hydroxyl, alkoxy, amino, amido, carboxyl, acyl, halogen, cyano, nitro and thiol;

"heteroaryl" means the monovalent aromatic cyclic radical having one to three rings of four to eight atoms per ring, incorporating one or two heteroatoms (chosen from nitrogen, oxygen or sulfur), within the ring which can optionally be substituted with one or two substituents selected from the group consisting of hydroxy, cyano, lower alkyl, lower alkoxy, lower haloalkoxy, alkylthio, halo, haloalkyl, hydroxyalkyl, nitro, alkoxycarbonyl, amino, alkylamino, alkylsulfonyl, arylsulfonyl, alkylaminosulfonyl, arylaminosulfonyl,

alkylsulfonylamino, arylsulfonylamino, alkylaminocarbonyl, arylaminocarbonyl, alkylcarbonylamino and arylcarbonylamino;

"heterocyclyl" means the monovalent saturated cyclic radical, consisting of one or two rings, of three to eight atoms per ring, incorporating one or more ring heteroatoms (chosen from N, O or S(O)<sub>0.2</sub>), and which can optionally be substituted with one or two substituents selected from the group consisting of hydroxy, oxo, cyano, lower alkyl, lower alkoxy, lower haloalkoxy, alkylthio, halo, haloalkyl, hydroxyalkyl, nitro, alkoxycarbonyl, amino, alkylamino, alkylsulfonyl, arylsulfonyl, alkylaminosulfonyl, arylaminosulfonyl, alkylsulfonylamino, arylsulfonylamino, alkylaminocarbonyl, arylaminocarbonyl, alkylcarbonylamino and arylcarbonylamino;

"cycloalkyl" means the monovalent saturated carbocyclic radical consisting of one or two rings, of three to eight carbons per ring, which can optionally be substituted with one or two substituents, selected from the group consisting of hydroxy, cyano, lower alkyl, lower alkoxy, lower haloalkoxy, alkylthio, halo, haloalkyl, hydroxyalkyl, nitro, alkoxycarbonyl, amino, alkylamino, alkylsulfonyl, arylsulfonyl, alkylaminosulfonyl, arylaminosulfonyl, alkylsulfonylamino, arylsulfonylamino, alkylaminocarbonyl, arylaminocarbonyl, alkylcarbonylamino and arylcarbonylamino;

p is an integer from 1 to 3 inclusive;

n is an integer from 1 to 6 inclusive; and,

prodrugs, individual isomers, racemic or non-racemic mixtures of isomers, or pharmaceutically acceptable salts or solvates thereof.

34. (new) The compound of Claim 33, wherein p is 2.

35. (new) The compound of Claim 33, wherein n is 3.

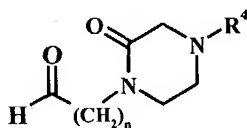
36. (new) The compound of Claim 34, wherein n is 3.

37. (new) The compound of Claim 36, wherein R<sup>4</sup> is hydrogen.

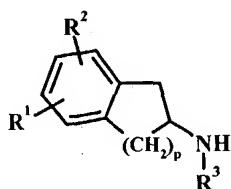
38. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 33 in admixture with a pharmaceutically acceptable carrier.

39. (new) The pharmaceutical composition of Claim 38, wherein the compound is suitable for administration to a subject having a disease state which is alleviated by treatment with a M2/M3 muscarinic receptor antagonist.
40. (new) The method of treating a disease state that is alleviated with a M2/M3 muscarinic antagonist of claim 33.
41. (new) The method of treatment of Claim 40 wherein said disease state associated with smooth muscle disorders comprising diseases of the genitourinary or gastrointestinal tract, or a disease state comprising allergies, asthma, chronic obstructive pulmonary disease or pulmonary fibrosis comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 33.
42. (new) The method of treatment of Claim 41, wherein said disease state associated with the genitourinary tract and comprises overactive bladder, detrusor hyperactivity, urgency, frequency, reduced bladder capacity, incontinence episodes, changes in bladder capacity, micturition threshold, unstable bladder contractions, sphincteric spasticity, outlet obstruction, outlet insufficiency, pelvic hypersensitivity, idiopathic conditions or detrusor instability.
43. (new) The method of treatment of Claim 41, wherein said disease state comprises respiratory states from allergies, asthma, chronic obstructive pulmonary disease or pulmonary fibrosis.
44. (new) The method of treatment of Claim 41, wherein the disease state associated with gastrointestinal tract disorders comprises irritable bowel syndrome, diverticular disease, gastrointestinal hypermobility disorders or diarrhea.

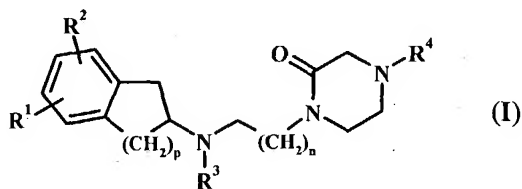
45. (new) A process for preparing a compound as claimed in Claim 33 which process comprises reacting a compound having a general formula



with a compound of general formula



to provide a compound of Formula I



wherein  $R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $p$  and  $n$  are as defined in Claim 33.

\* \* \* \* \*